

SUNWAY®

REIT

SUNWAY REAL ESTATE INVESTMENT TRUST

(Established in Malaysia under a deed dated 20 May 2010 and a supplemental deed dated 10 June 2010 entered into between Sunway REIT Management Sdn. Bhd. and RHB Trustees Berhad, both companies incorporated in Malaysia)

NOTICE OF UNITHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT a meeting of unitholders ("**Unitholders' Meeting**") of Sunway Real Estate Investment Trust ("**Sunway REIT**") will be held at Grand Bahamas, Level 12, Sunway Resort Hotel & Spa, Persiaran Lagoon, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 25 October 2017 at 3.30 p.m. or immediately following the conclusion or adjournment (as the case may be) of our fifth annual general meeting ("**AGM**") which will be held at 3.00 p.m. on the same day and at the same venue, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY RHB TRUSTEES BERHAD, ON BEHALF OF SUNWAY REIT, OF THE SUNWAY CLIO PROPERTY (AS DEFINED HEREIN) FROM SUNWAY FORUM HOTEL SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF SUNWAY BERHAD, FOR A PURCHASE CONSIDERATION OF RM340 MILLION

"THAT contingent upon the fulfilment of all other conditions precedent under the conditional Sale and Purchase Agreement dated 3 August 2017 between RHB Trustees Berhad ("**Trustee**" or "**Purchaser**"), on behalf of Sunway REIT, and Sunway Forum Hotel Sdn. Bhd. ("**Vendor**") ("**SPA**") and subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for the Trustee to acquire the Sunway Clio Property from the Vendor for a purchase consideration of RM340 million upon such terms and conditions as set out in the SPA, which entails the acquisition of a parcel of leasehold land held under H.S. (D) 259881 Lot No. PT 1333, Bandar Sunway, District of Petaling, Selangor Darul Ehsan together with a 27-storey building with a lower ground floor (and all services infrastructure, fixtures and fittings affixed or located or used in the Sunway Clio Property) comprising –

- (a) a 19-storey 4-star rated hotel with 401 hotel rooms and facilities including a swimming pool, an exercise area, a dining area and meeting rooms known as 'Sunway Clio Hotel';
- (b) 3-storey (including 1 storey at lower ground floor) retail lots; and
- (c) a 6-storey podium car park and 4-storey basement car park

(collectively, "**Sunway Clio Property**") ("**Proposed Acquisition**").

THAT the execution by the Trustee of and the performance of its obligations under the SPA be and is hereby approved and ratified.

AND THAT the Trustee and the directors of Sunway REIT Management Sdn. Bhd. being the manager of Sunway REIT ("**Manager**"), be and are hereby authorised to give full effect to the Proposed Acquisition with full powers to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required / permitted by the relevant authorities or deemed necessary by the directors of the Manager and the Trustee, to deal with all matters incidental, ancillary to and/or relating thereto, and to take such steps and to do such acts (including to execute such documents, undertakings and confirmations as may be required), deeds, things and matters as they may deem necessary or expedient to implement, finalise, to give full effect to and complete the Proposed Acquisition."

**By Order of the Board of Directors of
SUNWAY REIT MANAGEMENT SDN. BHD.**
(Manager for Sunway REIT)

**TAN KIM AUN (MAICSA 7002988)
CHIN SOO CHING (MAICSA 7042265)**
Company Secretaries

Bandar Sunway
10 October 2017

Notes:

1. A unitholder of Sunway REIT ("**Unitholder**") who is entitled to attend and vote at the Unitholders' Meeting, may appoint not more than 2 proxies to attend and vote instead of the Unitholder at the Unitholders' Meeting. A proxy may but need not be a Unitholder.
2. If a Unitholder has appointed a proxy to attend the Unitholders' Meeting and subsequently he attends the Unitholders' Meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the Unitholders' Meeting.
3. Where a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than 2 proxies in respect of each securities account it holds in units standing to the credit of the said securities account.
4. Where a Unitholder is an exempt authorised nominee which holds units for multiple beneficial owners in 1 securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
5. Where a Unitholder or the authorised nominee appoints 2 proxies, or where an exempt authorised nominee appoints 2 or more proxies, the appointment shall be invalid unless the proportion of unitholdings to be represented by each proxy is specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the registered office of the Manager at Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the Unitholders' Meeting or any adjournment thereof either by hand, post, electronic mail or fax to (603) 5639 9507. In the case where the Unitholder is a corporation and the proxy form is delivered by fax or electronic mail, the original proxy form shall also be deposited at the registered office, either by hand or post not less than 48 hours before the time appointed for holding the Unitholders' Meeting or any adjournment thereof.
8. In respect of deposited securities, only Unitholders whose names appear in the Record of Depositors of Sunway REIT on 16 October 2017 shall be entitled to attend, speak and vote at the Unitholders' Meeting.

Personal Data Notice

The Personal Data Protection Act 2010 ("**Act**") which regulates the processing of personal data in commercial transactions, applies to us, Sunway REIT Management Sdn Bhd, being the Manager of Sunway REIT.

The personal data processed by us may include your name, contact details, mailing address and any other personal data derived from any documentation.

We may use or disclose your personal data to any person engaged for the purposes of issuing the above notice of meeting and convening the meeting.

Subject to the requirement under the Act, if you would like to make any enquiries of your personal data, please contact us:

Address: Sunway REIT Management Sdn Bhd
Level 16, Menara Sunway
Jalan Lagoon Timur, Bandar Sunway
47500 Subang Jaya
Selangor Darul Ehsan
Tel No: (603) 5639 8889
Fax No: (603) 5639 9507